MEETING NO. 4221 JOURNAL OF PROCEEDINGS BOARD OF TRUSTEES OF THE GENERAL RETIREMENT SYSTEM OF THE CITY OF DETROIT HELD WEDNESDAY, NOVEMBER 7, 2018

10:00 A.M.

RETIREMENT SYSEMS' CONFERENCE ROOM ALLY DETROIT CENTER, 500 WOODWARD AVENUE, SUITE 3000 DETROIT, MICHIGAN 48226

TRUSTEES PRESENT

Wendell Anthony Trustee

Lori Cetlinski Trustee/ Vice- Chairperson

Tasha L. Cowan Trustee Kimberly Hall-Wagner Trustee

June Nickleberry Trustee/Chairperson

Crystal Perkins Trustee
Thomas Sheehan Trustee

TRUSTEES EXCUSED

Scott Benson Ex-Officio Trustee/City Council Member

Christa McIellan Ex-Officio Trustee/City Treasurer
John Naglick Ex-Officio Trustee/Finance Director

TRUSTEES ABSENT

None

ALSO PRESENT

David Cetlinski Executive Director

Gail A. Oxendine Assistant Executive Director Ryan Bigelow Chief Investment Officer

Michael VanOverbeke General Counsel

JoAnn Harrison Administrative Support

STAFF EXCUSED

TaKneisha Johnson Administrative Assistant IV

CHAIRPERSON

June Nickleberry

The Board's Administrative Support took a verbal Roll Call at 10:07 a.m. and Chairperson Nickleberry called the meeting to order.

<u>Present at Roll Call</u>: Lori Cetlinski, Tasha L. Cowan, Kimberly Hall-Wagner, Crystal Perkins, Thomas Sheehan and Chairperson Nickleberry

Re: Hybrid Plan Service Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for retirement from the **COMPONENT I (HYBRID) PLAN** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Tommy Bankston – Field Services Techn –

Water & Sewerage

SERVICE CREDIT 04-04 EFFECTIVE DATE 10-19-18

NAME, TITLE, DEPARTMENT Derry Fletcher – TEO - Transportation

SERVICE CREDIT 04-03 EFFECTIVE DATE 10-05-18

NAME, TITLE, DEPARTMENT Elizabeth Ogan – Librarian III – Library

SERVICE CREDIT 04-04
EFFECTIVE DATE 10-22-18

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Re: Legacy Plan Service Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for retirement from the **COMPONENT II** (**LEGACY**) **PLAN** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Labrenda J. Asberry -Clerk – Water &

Sewerage

SERVICE CREDIT 11-04 EFFECTIVE DATE 10-15-14

NAME, TITLE, DEPARTMENT Tommy Bankston - Field Services Techn -

Water & Sewerage

SERVICE CREDIT 20-06 EFFECTIVE DATE 10-19-18

NAME, TITLE, DEPARTMENT Walter B. Cechanowicz – Finish Painter –

General Services

SERVICE CREDIT 26-06 EFFECTIVE DATE 09-11-18

NAME, TITLE, DEPARTMENT Donald C. Dixon – Laborer A - DPW

SERVICE CREDIT 11-10 EFFECTIVE DATE 10-13-18

NAME, TITLE, DEPARTMENT Derry Fletcher – TEO - Transportation

SERVICE CREDIT 16-02 EFFECTIVE DATE 10-05-18

NAME, TITLE, DEPARTMENT Edward C. Jackson – General Auto

Mechanic - Transportation

SERVICE CREDIT 26-10 EFFECTIVE DATE 10-01-18

NAME, TITLE, DEPARTMENT Elizabeth Ogan – Librarian III – Library

SERVICE CREDIT 12-09 EFFECTIVE DATE 10-22-18

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Re: Legacy Plan Vested Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for **VESTED RETIREMENT** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Dwayne A. Brown – Delivery Driver -

Transportation

SERVICE CREDIT 28-00 EFFECTIVE DATE 09-29-18

NAME, TITLE, DEPARTMENT

Billy J. Harper – Materials Mgt SpecIs –

Water & Sewerage

SERVICE CREDIT 24-04 EFFECTIVE DATE 11-01-18

NAME, TITLE, DEPARTMENT Patricia A. Holts – Security Officer – Water &

Sewerage

SERVICE CREDIT 14-01 EFFECTIVE DATE 11-01-18

NAME, TITLE, DEPARTMENT Nancy S. Ninowski – Supv Asst Corp Cnsl -

Law

SERVICE CREDIT 11-04 EFFECTIVE DATE 08-01-18

NAME, TITLE, DEPARTMENT Christopher D. Rosemond – Maintenance

Techn - Sewerage

SERVICE CREDIT 13-06 EFFECTIVE DATE 11-01-18

NAME, TITLE, DEPARTMENT Emmett Stewart – Rfrg Equip Oper-1CL –

General Services

SERVICE CREDIT 17-10 EFFECTIVE DATE 11-01-18

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry-6

Re: Change of Computation

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for **CHANGE OF COMPUTATION** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Ramona Bullock – Building Attendant A -

Health

SERVICE CREDIT 15-10 EFFECTIVE DATE 09-28-18

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Nays: None

RECEIPTS: The Board received the following receipts for Acknowledgment:

Cash Receipt RSCD-Genera		Start Date: End Date:		HYBLIQRES 10/20/2018 11/2/2018		
Doc. Date	Modu	ıle Tran. Type	Doc. Nbr.	Description	R/C	Receipt
10/20/2018 10/20/2018 10/26/2018 10/26/2018	CA CA CA	Cash Entry Cash Entry Cash Entry Cash Entry Cash Entry	001279 001278	Mandatory Pre-tax Pension Contributions 10/19/18 After tax annuity 10/19/18 Mandatory Pre-tax Pension Contributions 10/26/18 After tax annuity 10/26/18	R/C R/C	108,540.82 72,686.90 261,774.80 150,066.98 593,069.50
Cash Receipt RSCD-Genera		Start Date: End Date:		LIQ RESERV 10/20/2018 11/2/2018		
Doc. Date		ıle Tran. Type	Doc. Nbr.	Description	R/C	Receipt
10/19/2018	CA	Cash Entry	001281	Loan Deduction Program 10/12/18 (\$31,194.71)	R/C	31,194.73
10/25/2018	CA	Cash Entry	001281	Loan Deduction Program 10/19/18 (\$39,094.61)	R/C _	39,094.61 70,289.34
				Total Receipts	=	663,358.84

Re: Fees and Expenses

Resolution Moved By: Trustee Cowan - Supported By: Trustee Sheehan

WHEREAS, the Board has been presented with the List of Disbursements for Board Approval which is referenced below requesting payment for Fees and Expenses, and

WHEREAS, the Board has been requested to approve payment of said Fees and Expenses; **THEREFORE BE IT**

RESOLVED, that subject to staff audit and approval of all Legal Fees by the Board's General Counsel, the Board **APPROVE** payment of the following Fees and Expenses:

 Page:
 1 of 2

 Disbursements
 Date: 11/2/2018 2:45 PM

Account	Payment Method	Currency				
HUNT - VEN	ACH	US				
Vendor Name			Invoice Numb	er Invoice Description	Amount To Pay	
500 WEBWARD	LLC		66329	November 2018 Rent	24,998.49	
500 WEBWARD	LLC		919777	Electrical Billing: 9/28/18-10/30/18, Meter #16055044	662.60	
500 WEBWARD	LLC		919778	Electrical Billing: 9/28/18-10/30/18, Meter #16055070	1,414.92	
ADP, INC			521624889	Check Printing Services	628.39	
ADP, INC			523171065	Check Printing Services	610.73	
CRESTWOOD A	ASSOCIATES L.L.C.		INV037471	Acumatica Training & Implementation	325.00	
CRESTWOOD A	ASSOCIATES L.L.C.		INV038688	Acumatica Training & Implementation	125.00	
FRANK RUSSEI	LL COMPANY		1652008770	Russell Indexes Standard Service 7/1/18-9/30/18	125.00	
PROCENTIA, IN	IC		2285	Procentia Implementation	68,688.20	
TGAM Churchill	Middle Market Senio	r Loan Fund, LP	110718	Capital Call	3,137,615.83	
THL CREDIT SE	ELECT SERIES CLO	EQUITY FUND	102418	Capital Call	734,659.66	
UHY Advisors M	II, Inc.		1268956	Professional IT Services for September 2018	8,437.50	
UHY Advisors M	II, Inc.		1268960	Professional IT Services for September 2018	43,912.50	
ULTIMATE PAR	KING MANAGEMEN	T LLC	174791	Parking - November 2018	2,112.00	
ULTIMATE PAR	KING MANAGEMEN	T LLC	174979	New Parker - October 2018	10.64	
ULTIMATE PAR	KING MANAGEMEN	T LLC	174980	New Parker - November 2018	110.00	
Bridgett Hardy			103118BH	IT Contractual Wages - October 2018	4,698.79	
James R. Hollins	S		103118JH	IT Contractual Wages - October 2018	3,974.32	
Raymond R. Tch	nou		103118RT	IT Contractual Wages - October 2018	4,233.86	
Scott D. Vrooma	ın		093018SV	IT Contractual Wages - September 2018	819.00	
Venkat Rallapall	i / Highbrow Systems	, Inc.	103118VR	IT Contractual Wages - October 2018	5,502.00	
			Cash Account	/Payment Method Total: 21 Documents	4,043,664.43	
HUNT - VEN	CHECK	US				
Vendor Name	endor Name Invoice Number Invoice Description					
ARMELLA JUNE	NICKLEBERRY-CL	ARK	102918JN	Trustee Parking	62.00	
BASSETT & BAS	SSETT		16128	Web Development - September 2018	113.85	
			22570	Consulting Services 7/1/18-7/31/18	1,042.50	

GENERAL RETIREMENT SYSTEM CITY OF DETROIT

HUNT - VEN CHECK US			
Vendor Name	Invoice Numbe	r Invoice Description	Amount To Pay
CHRYSALIS CONSULTING, LLC	23211	Consulting Services 9/1/18-9/30/18	5,564.16
COMCAST	101718	High Speed Internet	182.94
DELL MARKETING, LP	10271548441	Computer Equipment	1,251.46
DIRECTV	35310440697	Service Charges 10/23/18-11/22/18	29.36
FEDEX	6-340-49750	FedEx Mailing	25.98
FEDEX	6-347-74428	FedEx Mailing	26.10
GOVERNMENT FINANCE OFFICERS ASSOCIATION	V 2901555	DCAO Job Posting	75.00
GRAPHIC SCIENCES, INC	0148152-IN	Software Renewal	3,557.42
HEADSETS.COM, INC	2874142	Office Equipment	142.35
HEADSETS.COM, INC	2876132	Office Equipment	99.90
MILLER LAW	62857	Services Rendered thru September 2018	24,976.25
NEOPOST	56165179	Mailing System Annual Maintenance and Meter Rental	4,052.30
OFFICE DEPOT	217092713001	Office Supplies	37.23
OFFICE DEPOT	217092714001	Office Supplies	69.59
RACINE & ASSOCIATES	12385	DGRS v. Capozzoli - August & September 2018	2,257.25
RACINE & ASSOCIATES	12386	DGRS v. Gracia - September 2018	3,334.58
SHRED-IT USA	8125831822	Shredding Service Charges	49.72
THOMAS SHEEHAN	101918TS	Trustee Parking	78.00
THOMAS SHEEHAN	110218	Trustee Stipend	866.67
TRUSCOTT ROSSMAN GROUP LLC	INV-3140	Public Relations	3,060.00
VANOVERBEKE MICHAUD & TIMMONY, P.C.	102518	General Counsel Matters for August 2018	24,906.00
WENDELL ANTHONY	110218	Trustee Stipend	866.67
	Cash Account/	Payment Method Total: 25 Documents	76,727.28

^{*} Payment amount is estimated based on the effective date 11/2/2018

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Nays: None

Re: Refunds of Accumulated Contributions

Resolution Moved By: Trustee Hall-Wagner- Supported By: Trustee Cowan

RESOLVED, that the contributions to the Annuity Savings Fund by members of the General Retirement System, as set forth:

List No. 7385 - \$731,606.65 List No. 7386 - \$186,961.29

Including interest, be **REFUNDED**, pending audit by the Retirement Systems' Accounting Staff.

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Re: Employee Loan Program October 31, 2018

Resolution Moved By: Trustee Hall-Wagner- Supported By: Trustee Cowan

RESOLVED, that the disbursements for the Employee Loan Program by members of the General Retirement System, as set forth in the amount of: **\$36,485.00** including interest, be hereby **APPROVED**.

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Nays: None

Re: Minutes/Journal No. 4219

Motion By: Trustee Sheehan - Supported By: Trustee Cowan

RESOLVED, that the Minutes/Journal of Proceedings of the General Retirement System of the City of Detroit, of Meeting **No. 4219** held on **October 3, 2018**, be hereby **APPROVED** as recorded and submitted. The motion passed unanimously.

Yeas: Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Nays: None

Open Forum

Chairperson Nickleberry opened the meeting for public discussion:

Ross Franklin addressed the Board regarding the following:

Receiving his Vested Deferred Benefits.

Veronica Kimbrough and Willie Mitchell from Local 26 addressed the Board regarding the following:

- Recoupment
- Hybrid and Legacy Annuity Rate of Return

EXECUTIVE DIRECTOR'S REPORT

Executive Director, **David Cetlinski** had nothing to report.

ASSISTANT EXECUTIVE DIRECTOR'S REPORT

Assistant Executive Director, **Gail A. Oxendine**, addressed the following with the Board of Trustees:

- Ms. Audrey Pogue. A letter has been prepared to inform Ms. Pogue she is eligible to receive her first legacy pension, but ineligible to receive her second legacy and hybrid pensions at this time.
- First Newsletter Approval to publish and distribute.
- Website Launch Website was delayed due to some information migration issues. Expect the new website to be launched prior to the end of November 2018.
- Draft letter regarding Annuity Savings Fund recoupment.

CHIEF INVESTMENT OFFICER'S REPORT

Chief Investment Officer Ryan Bigelow addressed the following matters with the Board:

- October 29, 2018 Investment Committee Actions/Recommendations
- Upcoming December 10, 2018 Investment Committee Meeting
- Funding Policy Committee
- > Trustee Wendell Anthony entered the Boardroom at 10:38 a.m.

<u>Motion By: Trustee Cetlinski - Supported By: Trustee Hall-Wagner</u>, motion to approve the recommendation of Staff and NEPC to hire Mariner Atlantic with respect to the Diversifying Strategies allocation, subject to contract and fee negotiations. The motion passed by vote as follows:

Yeas: Anthony, Cetlinski, Hall-Wagner, Perkins and Chairperson Nickleberry - 5

Nays: Cowan and Sheehan - 2

Motion By: Trustee Cetlinski - Supported By: Trustee Hall-Wagner, motion to approve the recommendation of Staff and NEPC to hire Select Equity Group with respect to the Diversifying Strategies allocation, subject to contract and fee negotiations. The motion passed unanimously.

Motion By: Trustee Cetlinski - Supported By: Trustee Hall-Wagner, motion to approve the recommendation of Staff and NEPC to hire Engadine Partners with respect to the Diversifying Strategies allocation, subject to contract and fee negotiations. The motion passed unanimously.

CHIEF INVESTMENT OFFICER'S REPORT - continued

Motion By: Trustee Sheehan - Supported By: Trustee Hall-Wagner, motion to approve the recommendation of Staff and NEPC to hire Blackrock - Strategic Income Opportunities fund, subject to contract and fee negotiations. The motion passed unanimously.

Motion By: Trustee Sheehan - Supported By: Trustee Hall-Wagner, motion to approve the recommendation of Staff and NEPC to hire Axiom and Fidelity to manager emerging markets equity mandates, subject to contract and fee negotiations. The motion passed unanimously.

GENERAL COUNSEL'S REPORT

General Counsel Michael VanOverbeke, in addition to his legal report, discussed the following matters with the Board:

- Financial Investment News FOIA Request
- Ross Franklin Opinion
- 2018 Safe Harbor Notice
- Hubert W. Draw Jr. v. General Retirement System of the City of Detroit Wayne County Circuit Case No. 18-010257-CZ
- Eligible Rollover Distributions

Re: Eligible Rollover Distributions

Motion By: Trustee Hall-Wagner - Supported By: Trustee Cowan

WHEREAS, the Board of Trustees is vested with the authority and fiduciary responsibility for the administration, management and operation of the Retirement System, and

WHEREAS, the Board of Trustees acknowledges that Section 402(f) of the Internal Revenue Code (the "Code") requires the Board to provide written notice and explanation to recipients of eligible rollover distributions from the Retirement System (hereinafter, the "Safe Harbor Notice"), and

WHEREAS, applicable tax law and regulations require said Safe Harbor Notice to be provided within a reasonable period of time in advance of such distributions, and

WHEREAS, the Internal Revenue Service recently published Notice 2018-74 which modifies the safe harbor explanations that may be used to satisfy the requirements of Code Section 402(f), and

GENERAL COUNSEL'S REPORT- continued

Re: Eligible Rollover Distributions - continued

WHEREAS, legal counsel has prepared a revised Safe Harbor Notice consistent with the requirements of Section 402(f) and Notice 2018-74, and

WHEREAS, the Board of Trustees has discussed this matter with legal counsel, therefore be it

RESOLVED, that the Retirement System is hereby amended to comply with and shall be administered in accordance with the requirements of Notice 2018-74, and further

RESOLVED, that the Board of Trustees hereby adopts the revised Safe Harbor Notice consistent with the requirements of Notice 2018-74, and further

RESOLVED, that the Safe Harbor Notice be provided to recipients of eligible rollover distributions from the Retirement System consistent with Code Section 402(f), and further

RESOLVED that a copy of this resolution shall be retained in accordance with the Retirement System's record retention policy and provided to all appropriate parties.

Yeas: Anthony, Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 7

Nays: None

Re: Entering into Closed Session

Resolution Moved By: Trustee Sheehan – Supported By: Trustee Anthony

WHEREAS, the Retirement System is subject to the limitation of the Open Meetings Act ("OMA") being MCL 15.261et seq. and has adopted a resolution on October 24, 2012 relative thereto; **THEREFORE BE IT**

RESOLVED, that the Board enter into Closed Session to discuss pending litigation matters with the Board's legal counsel:

A Roll Call Vote was taken as follows:

Yeas: Anthony, Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 7

Nays: None

The Board entered into Closed Session at 11:27 a.m.

Re: Open Session

Motion By: Trustee – Supported By: Trustee

RESOLVED, that the Board come out of Closed Session.

Yeas: Anthony, Cetlinski, Cowan, Hall-Wagner, Perkins, Sheehan

and Chairperson Nickleberry – 7

Nays: None

The Board returned to **Open Session** at 11:47 a.m.

Re: Capozzoli Advisory For Pensions/Joe Capozzoli/Pamela Capozzoli Workforce Trust

Motion By: Trustee Sheehan – Supported By: Trustee Perkins

WHEREAS, Special Legal Counsel, Racine & Associates legal report dated November 6, 2018 was reviewed and discussed in closed session on the status of the legal proceedings relating to bankruptcy filings by Mr. Capozzoli and Mrs. Capozzoli, and

WHEREAS, Special Legal Counsel has requested that the Board authorize Special Legal Counsel to proceed with the litigation strategy as recommended and discussed in closed session, and

WHEREAS, the Board has discussed this matter, therefore be it

RESOLVED, that the Board authorizes Special Legal Counsel to proceed with the litigation strategy as recommended and discussed in closed session, and be it further

RESOLVED, that the cap on legal fees for these matters be increased to \$20,000, and be it further

RESOLVED, that a copy of this resolution be immediately forwarded to Racine & Associates (Attention: Marie T. Racine), 1001 Woodward Avenue, Suite 1100, Detroit Michigan 48226.

Yeas: Anthony, Cetlinski, Cowan, Perkins, Sheehan and Chairperson Nickleberry – 6

Nays: Hall-Wagner - 1

Motion By: Trustee Sheehan – Supported By: Trustee Cowan, motion acknowledging receipt of the November 6, 2018 opinion from the Board's general counsel regarding Ross Franklin's vested deferred benefits. The Board noting its concurrence in the opinions and conclusion expressed therein and thereby granting Mr. Franklin his benefits effective with his earlier date of application dated November 1, 2014. The motion passed unanimously.

NEW BUSINESS/OLD BUSINESS

• The Board will reschedule the January 2, 2019 Board meeting and January 16, 2019 meeting to January 9th and January 23rd, 2019 respectively.

<u>Motion By: Trustee Cowan - Supported By: Trustee Cetlinski</u>, motion to approve the calendar for 2019 scheduled Board meetings. The motion passed by a unanimous vote.

Chief Accounting Officer, **Ramzee Jackson**, addressed the following with the Board of Trustees:

Third Quarter Budget

ADJOURNMENT

Trustee Hall-Wagner moved to adjourn meeting #4221; Trustee Cetlinski supported.

There being no further business before the Board, **Chairperson Nickleberry** adjourned the meeting at 12:24 p.m. The Board's next meeting is scheduled for **Wednesday**, **December 5, 2018**, at 10:00 a.m. in the Retirement System's Conference Room, 500 Woodward Avenue, Suite 3000; Detroit, Michigan 48226.

RESPECTFULLY SUBMITTED,

GAIL A. OXENDINE, ASSISTANT EXECUTIVE DIRECTOR

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